

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

-----X	:	
In re	:	Chapter 9
	:	
CITY OF DETROIT, MICHIGAN,	:	Case No. 13-53846
	:	
Debtor.	:	Hon. Steven W. Rhodes
-----X	:	

**STIPULATION REGARDING PROPOSED ORDER FURTHER  
MODIFYING CERTAIN DEADLINES APPROVED BY CORRECTED  
ORDER MODIFYING CERTAIN DEADLINES ESTABLISHED  
IN THE FOURTH AMENDED ORDER ESTABLISHING  
PROCEDURES, DEADLINES AND HEARING DATES RELATING  
TO THE DEBTOR'S PLAN OF ADJUSTMENT [Docket No. 4617]**

---

This Stipulation (the "Stipulation") is made by and between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") and the City of Detroit, Michigan (the "City"). The UAW and the City are the "Parties." By and through each of their undersigned counsel, the Parties have reached agreement with respect to the following:

WHEREAS, the Court entered the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment (Docket No. 4202) (the "Fourth Amended Scheduling Order") on April 21, 2014. The Fourth Amended Scheduling Order established certain dates for filing objections to the Fourth Amended Plan for the Adjustment of Debts

of the City of Detroit (Docket No. 4392) (the "Plan"), set hearing dates on confirmation of such plan and established certain other deadlines related to pre-trial litigation in connection with confirmation of the Plan;

WHEREAS, the Parties executed a stipulation dated May 9, 2014, as corrected and revised on May 12, 2014 (the "May 12 Stipulation"), that modified certain deadlines established by the Fourth Amended Scheduling Order.

The May 12 Stipulation was approved by Order of the Court entered on May 12, 2014 (Docket No. 4617) (the "Corrected Order Modifying Certain Deadlines");

WHEREAS, on June 9, 2014, the Court entered its Fifth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment (Docket No. 5259) (the "Fifth Amended Scheduling Order"), which further modified certain hearing dates, objection deadlines and other deadlines set in the Fourth Amended Scheduling Order related to pre-trial litigation in connection with confirmation of the Plan, but provided that the Corrected Order Modifying Certain Deadlines superseded such further modifications;

WHEREAS, the UAW is the collective bargaining representative of certain employees of the City who are drawn from the following City bargaining units: civilian police investigators employed in the Police Department, City Law Department attorneys and paralegals, Water and Sewerage Department wastewater

treatment operators and associated skilled trades workers. In addition, the UAW is the collective bargaining representative of certain employees of the Detroit Library Commission (the "DLC"). UAW is a party to certain current collective bargaining agreements with the DLC. The foregoing UAW-represented employees, as well as retirees of the both the City and of the DLC from these bargaining units, are participants in the General Retirement System of the City of Detroit;

WHEREAS, in connection with the City's Chapter 9 case, the UAW has served as a member of the Official Committee of Retirees, has participated in the Court-ordered mediation processes on behalf of both active and retired City employees and is participating in the Coalition of unions that have been negotiating new labor agreements;

WHEREAS, the Plan contemplates certain funding to be provided by the State Contribution Agreement<sup>1</sup> and the DIA Settlement, subject to the fulfillment of the conditions that accompany such funding (the "Funding Commitments"), and the City avers that the DIA and all Foundation Funders under the DIA Settlement term sheet attached as Exhibit I.A.91 to the Plan have met their obligations for the Funding Commitments as set forth in the Parties' May 12 Stipulation and that their Funding Commitments will be fully satisfied by June 20,

---

<sup>1</sup> Capitalized terms used herein and not defined have the meaning given to them in the Plan.

2014, the date when the Governor of Michigan is scheduled to execute legislation approving the State's contribution;

WHEREAS, for purposes of this Stipulation only, the Funding Commitments will be deemed to have occurred if the Governor of the State of Michigan executes legislation to enact state funding for the State Contribution Agreement no later than June 20, 2014;

WHEREAS, at present, voting on acceptance or rejection of the Plan by Classes 10, 11, and 12 is ongoing and is scheduled to continue to July 11, 2014. The official tally of such vote is scheduled to be filed with the Court on July 21, 2014;

WHEREAS, the Parties have agreed that, to permit the City and the UAW on the one hand, and the UAW and the DLC on the other hand, to continue their discussions during the period in which those claimants in Classes 10, 11 and 12 would be voting on the Plan, certain deadlines approved in the Corrected Order Modifying Certain Deadlines should be further modified as to the City and the UAW;

### **STIPULATION**

1. The City and the UAW hereby stipulate and agree, through their undersigned counsel, to the entry of the Proposed Order attached hereto as Exhibit 1.

Dated: June 20, 2014

/s/ Babette A. Ceccotti

Babette A. Ceccotti  
COHEN, WEISS AND SIMON LLP  
330 West 42nd Street  
New York, New York 10036-6976  
Telephone: (212) 563-4100  
Facsimile: (212) 695-5436  
bceccotti@cwsny.com

-and-

Niraj R. Ganatra (P63150)

8000 East Jefferson Avenue  
Detroit, Michigan 48214  
Telephone: (313) 926-5216  
Facsimile: (313) 926-5240  
nganatra@uaw.net

*Attorneys for International Union,  
UAW*

/s/ Heather Lennox

David G. Heiman (OH 0038271)  
Heather Lennox (OH 0059649)  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
dgheiman@jonesday.com  
hlennox@jonesday.com

Bruce Bennett (CA 105430)  
JONES DAY  
555 South Flower Street  
Fiftieth Floor  
Los Angeles, California 90071  
Telephone: (213) 243-2382  
Facsimile: (213) 243-2539  
bbennett@jonesday.com

Jonathan S. Green (MI P33140)  
Stephen S. LaPlante (MI P48063)  
MILLER, CANFIELD, PADDOCK  
AND STONE, P.L.C.  
150 West Jefferson  
Suite 2500  
Detroit, Michigan 48226  
Telephone: (313) 963-6420  
Facsimile: (313) 496-7500  
green@millercanfield.com  
laplante@millercanfield.com

*Attorneys for the City of Detroit*

## **EXHIBIT 1**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

	X	
	:	
In re	:	Chapter 9
	:	
CITY OF DETROIT, MICHIGAN,	:	Case No. 13-53846
	:	
Debtor.	:	Hon. Steven W. Rhodes
	:	
	X	

**ORDER FURTHER MODIFYING CERTAIN DEADLINES APPROVED BY  
CORRECTED ORDER MODIFYING CERTAIN DEADLINES RELATING  
TO THE DEBTOR'S PLAN OF ADJUSTMENT [Docket No. 4617]**

The Stipulation Regarding Proposed Order Further Modifying Certain Deadlines Approved By Corrected Order Modifying Certain Deadlines Established in the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment [Docket No. 4617] (the "Stipulation"),<sup>1</sup> having been entered into by the (i) City of Detroit and (ii) International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW"); the Court having reviewed the Stipulation; and the Court being fully advised in the premises;

---

<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Stipulation. If not defined herein or in the Stipulation, capitalized terms have the meanings given to them in the Plan.

IT IS HEREBY ORDERED THAT:

1. Plan Objections. If the Funding Commitments are not made by June 20, 2014, the UAW shall file and serve its (a) initial objections to confirmation of the Plan and (b) list of fact witnesses and the subject that each witness will address by June 30, 2014.

2. If the Funding Commitments are made by June 20, 2014, the UAW shall submit (a) any conditional objection to the Plan and (b) its list of fact witnesses and the subject that each witness will address to counsel for the City on or before June 30, 2014 (each, a "Conditional Objection"), but shall not file such Conditional Objection on the docket of the Chapter 9 Case, except as provided in paragraph 3 below.

3. In the event that on or prior to July 21, 2014, it is determined by the Parties that any of Classes 10, 11 or 12 has voted to reject the Plan, or, UAW and DLC issues have not been mutually resolved by them, the UAW may file and serve its Conditional Objection to the Plan no later than July 22, 2014. Such Conditional Objection also may be supplemented to include objections arising from (a) the results of discovery, (b) the results of Plan voting and (c) events that occur on or after June 30, 2014.

4. The provisions of paragraphs 1-3 of this Order shall apply to the Parties in lieu of the deadlines established by paragraphs 1- 3 of the Corrected



Order Modifying Certain Deadlines Established in the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Related to the Debtor's Plan of Adjustment (the "Corrected Order Modifying Certain Deadlines") (Docket No. 4617).

5. Expert Reports. The deadline for the UAW to file copies of its experts' reports shall be July 22, 2014. August 9, 2014 shall be the deadline for the City to complete all expert depositions. The provisions of this paragraph 5 shall apply to the Parties in lieu of the deadlines established paragraph 5 of the Corrected Order Modifying Certain Deadlines.

6. Discovery. The UAW may observe, but not participate in, any depositions of City witnesses; provided that the UAW, as appropriate, may actively defend against any challenges by an objecting party at such depositions regarding Pension Claims and OPEB Claims and the Plan's treatment of the Classes 10, 11 or 12.

7. If the UAW files an objection to the Plan pursuant to paragraphs 1 or 3 of this Order, then, from and after June 30, 2014, or July 22, as applicable, it may recall City witnesses that have already been deposed for additional depositions, which recalled depositions shall be limited to two hours per witness.

8. If the UAW files an objection to the Plan pursuant to paragraphs 1 or 3 of this Order, then, from and after the date of such filing, through August 9, 2014, the City shall be permitted to depose the witnesses of the UAW.

9. The provisions of paragraphs 6-8 of this Order shall apply to the Parties in lieu of the deadlines established by paragraphs 6-8 of the Corrected Order Modifying Certain Deadlines.

10. Modification of Stipulation and Order. The terms of the Stipulation as approved by this Order may be amended, modified or supplemented only as agreed in writing by the Parties and by further order of this Court.

11. No Other Modifications. Except as modified herein with respect to the Parties, the provisions of the Corrected Order Modifying Certain Deadlines remain in full force and effect, except to the extent that the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment (Docket No. 4202) has been superseded by the Fifth Amended Order Establishing Procedures, Deadlines and Hearings Dates Relating to Debtor's Plan of Adjustment (Docket No. 5259) (the "Fifth Amended Scheduling Order"). The reference to "Docket No. 4617" in paragraph 15 of the Fifth Amended Scheduling Order is hereby amended to adopt and approve the

terms of this Order and the deadlines contained or incorporated herein.

### **CERTIFICATE OF SERVICE**

I, Heather Lennox, hereby certify that the foregoing Stipulation Regarding Proposed Order Further Modifying Certain Deadlines Approved By Corrected Order Modifying Certain Deadlines Established in the Fourth Amended Order Establishing Procedures, Deadlines And Hearing Dates Relating to the Debtor's Plan Of Adjustment was filed and served via the Court's electronic case filing and noticing system on this 20th day of June, 2014.

/s/ Heather Lennox